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May 16, 2005

Honorable Pat Miller, Chairman
Tennessee Regulatory Authority
ATTN: Sharla Dillon, Dockets
460 James Robertson Parkway
Nashville, TN 37243-5015

Via Hand Delivery

Re: Petition to Establish Generic Docket to Consider Amendments to Interconnection
Agreements Resulting From Changes of Law; Docket No. 04-00381

Dear Sharla,

Enclosed for filing in the above-captioned docket please find the original and 13 copies of this letter with an exchange of e-mails regarding the 30 day deadline established by the Authority attached as Exhibit 1. Please return a stamped filed copy to the courier making this delivery. Thank you for your assistance.

Sincerely,



H. LaDon Baltimore
Counsel for Joint Petitioners

LDB/dcg
Enclosures

Certificate of Service

The undersigned hereby certifies that on this the 16th day of May, 2005, a true and correct copy of the foregoing has been forwarded via U. S. Mail, first class postage prepaid, overnight delivery, electronic transmission, or facsimile transmission to the following:

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Honorable Pat Miller, Chairman
May 16, 2005
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Dian Gainer

From: don.baltimore@farrar-bates.com
Sent: Monday, May 16, 2005 8:40 AM
To: d.gainer@farrar-bates.com
Subject: FW: TN Change of Law

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-----Original Message-----

From: Heitmann, John [<mailto:JHeitmann@KelleyDrye.com>]
Sent: Monday, May 16, 2005 7:43 AM
To: Hicks, Guy
Cc: don.baltimore@farrar-bates.com
Subject: TN Change of Law

Guy

The Joint Petitioners have watched with great interest your sharply worded responses to the filings of CompSouth and XO with regard to the change-of-law amendments that the TRA has ordered the BellSouth and CLECs to negotiate. As you may be aware, Joint Petitioners and BellSouth have not had the opportunity to discuss the particulars of the amendment required. Arbitration schedules and a host of ancillary BellSouth initiatives have prevented us from resuming our negotiations to date, although a host of potential dates have been identified and I am awaiting word from your Atlanta colleagues on their availability. That said, BellSouth has long been on notice that the Joint Petitioners do not agree that a wholesale replacement of Attachment 2 is required. Indeed, if we are to successfully negotiate any amendment pursuant to the TRA's still-to-be-released order, such an amendment must include the TRRO's transition plan (under which new adds are not permitted), as well as TRO-compliant EEL eligibility and audit criteria, commingling and conversions language. The effective date of each of these provisions will be the date the FCC adopted the rules that form their basis. These items all bear directly on the reduced availability of UNEs that BellSouth has requested an amendment to reflect. Under such an amended agreement it will be imperative that Joint Petitioners have EELs, commingling and conversion rights that comport with the current state of the law. And Joint Petitioners believe that such a limited amendment is what the TRA has ordered us to negotiate.

Finally, by entering into discussions regarding an amendment of the existing agreement's UNE provisions, Joint Petitioners are in no way waiving and in fact expressly reserve all rights regarding the Abeyance Agreement and the TRA's not-yet-released order.

Please contact me, if you have any questions.

John

5/16/2005



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